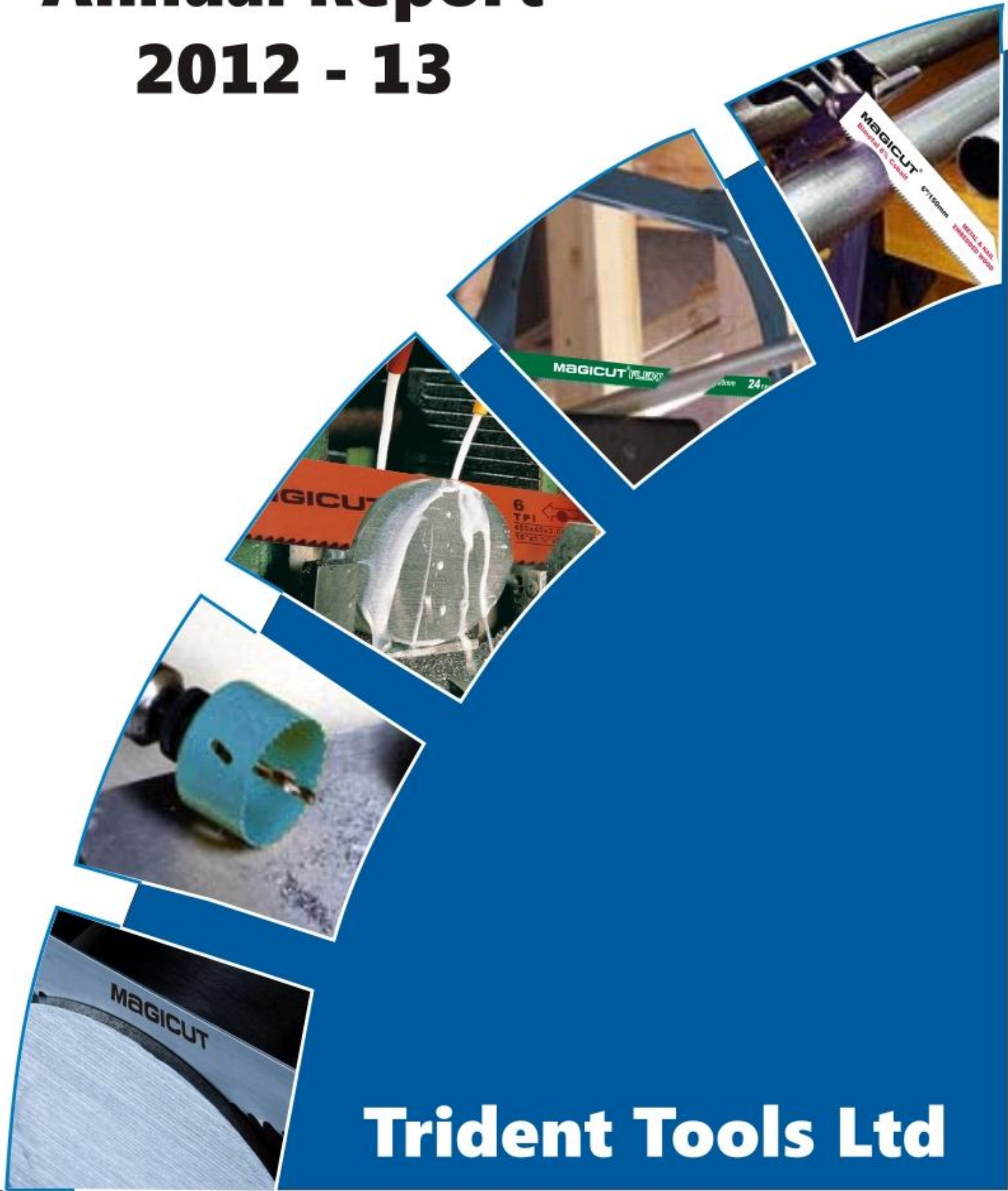


MAGICUT[®]

Annual Report 2012 - 13



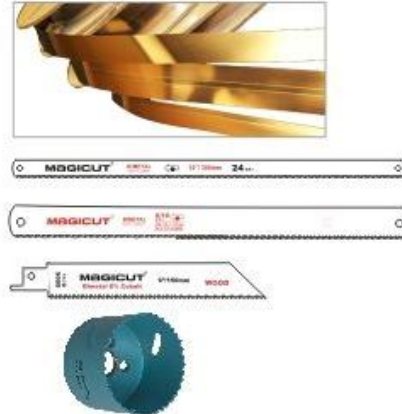
Trident Tools Ltd

GROWTH Driven by TECHNOLOGY & INNOVATION

Speciality Products

- **Bimetal Strips:** India's First and only Greenfield Project for the Raw Material used to manufacture Hole Saws, Hacksaw, Bandsaw, Reciprocating Saw Blades.
- **8% Cobalt Hand Hacksaw Blades**
- **8% Cobalt Power Hacksaw Blades**
- **8% Cobalt Reciprocating Saw Blades**
- **Bimetal Hole Saws**

FIRST TIME IN INDIA...



Patented Products

- Mini Hole Saws
- HHF002
- HHF004



Retail Pack



Revolutionary Packaging

- Segregated by Colour

Bimetal HSS



Bimetal 8% Cobalt



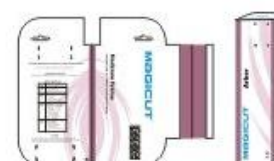
All Hard HSS



Carbon Steel



Miscellaneous



EXPORTS to 6 Continents - Spread Over 45 COUNTRIES

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Annual General Meeting

Date : September 30, 2013

Time : 11.30 A.M

Registered office : Survey No. 26, Tembhode, Shirgaon Road, Dhansar Village, Palghar – 401,404

Registered Office & Factory

Survey no. 26, Tembhode
Shirgaon Road, Dhansar Village
Palghar – 401 404

Corporate Office

Hercules Estate, Ashok Nagar
A.C. Road, Kandivali East
Mumbai – 400 101

Corporate Information

Board of Directors

Narendra R Gupta	- Chairman & Whole Time Director
Ravi N Gupta	- Managing Director & Compliance Officer
Suresh Bhandary	- Independent Director
Satish Marathe	- Independent Director

Committees

Audit Committee

Suresh Bhandary	- Chairman
Satish Marathe	- Member
Narendra R Gupta	- Member

Investor Grievance Committee

Satish Marathe	- Chairman
Suresh Bhandary	- Member
Narendra R Gupta	- Member

Remuneration Committee

Narendra R Gupta	- Chairman
Satish Marathe	- Member
Suresh Bhandary	- Member

Statutory Auditors

Girish Patel & Co.
F-103/104, Patel Nagar,
M.G. Road, Kandivali (W)
Mumbai-400 067

Banker

Punjab National Bank

Registrar & Share Transfer Agent

Sharex Dynamic India Private Limited
Unit No. 1, Luthra Ind. Premises
Safed Pool, Andheri Kurla Road
Andheri East, Mumbai – 400 072.

CHAIRMAN'S STATEMENT

Narendra R Gupta
Chairman & Whole Time Director

Dear Fellow Shareholders

It is my privilege to present to you Annual Report of your Company for the financial year ended 31st March, 2013. It has been another strong year for us. A year, where we continued to maintain and grow our leadership positions in all markets of direct operations. A year of heightened activity where we launched new products, expanded our product and consolidated our operations globally. This has not only helped us to create one of the most differentiated, quality businesses but also arguably one of the best and most exciting companies in the Cutting Tools industry.

Growth and Performance at MAGICUT is a never - ending quest for Excellence, engineered to deliver value; value that has enabled year- on- year sustained growth and leadership. At MAGICUT, excellence is derived from a culture that is engineered towards creating value across the entire organisation eco-system through perceptible differentiation. We have focused on three distinct elements of business for creating a differentiated paradigm – products, processes and people. Operational excellence and incremental innovation are common threads that run across our entire product and help us translate conceptual constructs into value - enhancing outcomes. An approach, that has not only made the Company one of the most innovative from a research and technical operations standpoint, but also an employer of choice.

FY 2012-13 proved to be a challenging year amidst global economic uncertainties and disturbances in many parts of the world. Several European economies experienced recession due to high unemployment, banking fragility, fiscal tightening and sluggish growth. The U.S. economy improved marginally. Among the Asian economies, China going through a political transition experienced considerably slow growth. Deceleration in industrial output and exports weakened India's economic growth significantly. Despite these constraints and challenging environment, the Company performed reasonably well.

An Excellence ethic, that has helped MAGICUT plug in some of the best growth numbers, During this eventual year, your company achieved a Gross Turnover of ` 52,87,53,973/- and a Net Profit of ` 1,26,55,215/-

The overall revenues have notched an impressive 31.67% year-on-year growth while operating profit have risen by 72.46% to ` 7,94,97,322/- from the previous year ` 4,60,95,571/-. Better working capital management across the business has led to surge in after-tax profit by 63.77% to ` 1,26,55,215/-.

The overall financial position of the company remains strong. More importantly, the performance of our company has shown healthy improvement quarter on quarter. Our business has demonstrated considerable improvement in terms of volume and pricing during the year, thus clearly pointing towards changing fortunes of our business, with the economy gearing towards improvement.

It gives us immense pleasure to write to you on the recent developments that have happened here at MAGICUT. It is our belief that Innovation and Growth never come with a finishing line, as these simply keep extending, and nothing highlights this better than here at MAGICUT.

- MAGICUT early this year started its plant for manufacturing Bimetal Bandsaw Blades
- In October 2012, MAGICUT set up India's first and only Greenfield Project for Bimetal Strips, the raw material used for manufacturing of Bimetal Bandsaw Blades, Hacksaw Blades, Reciprocating Saw Blades and Hole Saws
- MAGICUT is the first and only company in India to successfully manufacture Bimetal Hole Saws
- MAGICUT is the only company in India to manufacture high quality 8% Cobalt Saws for:
 - Hand Hacksaw Blades
 - Power Hacksaw Blades
 - Reciprocating Saw Blades
 - Hole Saws
- MAGICUT has set up one of the most advanced Research & Development capabilities in the country through which it has not only carried out the above, but also developed New Products for which it has already received necessary Patents detailed as under:
 - Mini Hole Saws - Patented Design No. 245404
 - HHF002 Aluminum Hacksaw Frames - Patented Design No. 242105
 - HHF004 Plastic Hacksaw Frames - Patented Design No. 242103
- The company has introduced Revolutionary Packaging for our range of products where these are segregated by colour. This is only available with FMCG products and we are amongst the first company's in the world to introduce this in the Tool segment.
- Furthermore MAGICUT is the first company to introduced Retail Packaging for Hand Hacksaw Blades and this is now extended to other products as well.
- Lastly we are pleased to share with you that MAGICUT is now Exporting to more than 45 Countries covering 6 Continents and having more than 100 Channel Partners spread all over India.

At MAGICUT, it is our constant endeavour to offer the best products and services. MAGICUT has evolved from a single saw manufacturing company to a ONE STOP SHOP FOR ALL SAWS. MAGICUT is the only company in India offering such a wide range of saws and among few elite international manufacturers having its own in-house raw material source.

MAGICUT has been able to make all this possible only due to the feedback and guidance from our esteemed users, channel partners, suppliers and stake holders. We have an experience, qualified and dedicated team who have taken MAGICUT to this position.

At this juncture, would like to take the opportunity of placing on record appreciation of all our employees and members of the management team at Trident Tools as it was only because of their dedication and commitment that we have been able to reach our set goals. Our employees are integral to our success and thank all members of the team for standing together in our effort.

The future holds immense promise for us and we are geared to measure up to every challenge that leaps at us. We have made a good start and shall take our learning into the next year with confidence, spirit and passion.

With Warm Regards

Sd/-
Narendra R. Gupta
Chairman & Whole Time Director

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF TRIDENT TOOLS LIMITED WILL BE HELD ON 30TH SEPTEMBER 2013 AT SURVEY NO.26, TEMBHODE SHIRGAON ROAD, DHANSAR VILLAGE, PALGHAR - 401 404 AT 11.30 A.M. TO TRANSACT THE FOLLOWING BUSINESS.

Ordinary Business:

1. **To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon:**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Balance Sheet of the Company as at 31st March 2013 and Profit & Loss Account for the year ended on that date along with the schedules and annexure and report of directors placed before this meeting be and are hereby received, considered and approved.

2. **To declare dividend on equity shares for the year ended March 31st, 2013:**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, the recommendation of the Board of Directors for payment of dividend on 67, 50,000 fully paid Equity Shares of ₹ 10/- each at the rate of (Paisa 0.30 per share) to those holders of shares whose names appear on the register of members at the time of Annual General Meeting of the Company, be and is hereby approved and the dividend so declared".

3. **To re-appoint Auditors and fix their remuneration:**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Girish Patel & Co., Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Statutory Auditors be paid such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors, plus reimbursement of out of pocket expenses."

4. **To acquire business assets of Narendra & Sons Strips LLP:**

WHEREAS, it is considered advisable for the Company to purchase and acquire all or substantially all of the business assets of Narendra & Sons Strips LLP as a going business concern, be it:

RESOLVED That the Company execute an agreement to purchase the business assets of Narendra & Sons Strips LLP all in accordance with a purchase agreement, and be it:

RESOLVED FURTHER That the Director Mr. Narendra R Gupta & Mr. Ravi N Gupta of the Company be authorized to execute such further documents and undertake such other acts as are reasonably required to carry out and consummate said transaction to purchase assets.

The undersigned hereby certifies that they are duly authorized representative for the custodian of the books and records and seal of Trident Tools Ltd, the Company duly formed pursuant to the laws of the state of Maharashtra and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors and that said meeting was held in accordance with state law and the Memorandum & Articles of Association of the above named Company on 14th August 2013 and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, We have executed our name as Authorized Representative and have hereunto affixed the corporate seal of the above-named Company this 14th Day of August 2013

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the Company. The proxy form duly completed must reach the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the items of Special Business to be transacted at the meeting is annexed hereto as no special business to discuss in the meeting.
3. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 11.30 a.m. to 1.30 p.m. up to the date of Annual General Meeting.
4. The dividend on Equity Shares for the year ended 31st March 2013, recommended will be paid
 - i. to those members, holding shares in physical form, whose names appear in the Register of Members as on 23rd September 2013.
 - ii. in respect of shares held in electronic mode, on the basis of beneficial ownership, as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 23rd September 2013
 - iii. The Register of Members and the Share transfer books of the Company will remain closed from 23rd September 2013 till 30th September 2013 (both days inclusive).
5. Members holding shares in physical form are requested to advice about change of address to Sharex Dynamic (I) Private Limited. Members holding shares in electronic form are requested to intimate their respective Depository Participants (DP) about any change of address or Bank mandate and not to the Company or Registrar and Transfer Agents.
6. Members / proxies should bring their attendance slip duly completed for attending the meeting.

By Order of the Board of Directors

Ravi N Gupta
Managing Director
7th September 2012

Regd. Office:
Survey No.26, Tembhode Shirgaon Road
Dhansar Village, Palghar-401 404.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Annual Report on the operations of the Company together with the Audited Accounts for the year ended 31st March, 2013.

Financial Highlights:

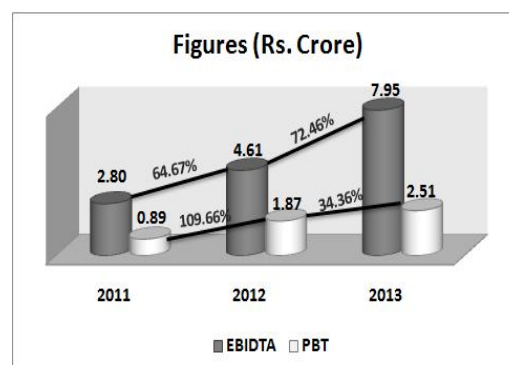
Particulars	(` in Lakhs) 2012-2013	(` in Lakhs) 2011-2012
Sales(Inclusive of Excise Duty/Service tax)	5287.54	4015.72
Other Income	24.27	2.40
Profit before Finance cost, Depreciation & Tax expenses	794.97	460.96
Finance cost	378.85	213.87
Depreciation	165.13	60.42
Profit before Tax	250.99	186.66
Current Tax	50.77	38.08
Deferred Tax	73.67	71.31
Profit for the year/ period	126.55	77.27

Operations & Performance:

The global economy in the Financial Year (FY) 2012-13 improved slowly, but was short on expectations. Several European economies continue to experience recession due to high unemployment, banking fragility, fiscal tightening and sluggish growth. The U.S. economy improved marginally. Among the Asian economies, China going through a political transition experienced considerably slow growth. Deceleration in industrial output and exports weakened India's economic growth significantly.

FY 2012-13 proved to be a challenging year amidst global economic uncertainties and disturbances in many parts of the world. Despite these constraints and challenging environment, the Company performed reasonably well and the highlights of the performance are as under:

- Revenue from operations increased by **31.67%** to ` **52,87,53,973/-** from the previous year ` **40,15,72,101/-**.
- EBIDTA increased by **72.46%** to ` **7,94,97,322/-** from the previous year ` **4,60,95,571/-**.
- Profit before Tax increased by **34.36%** to ` **2,50,98,797/-** from the previous year ` **1,86,66,310/-**.
- Net Profit increased by **63.77%** to ` **1,26,55,215/-** from the previous year ` **77,27,402/-**.



Although the Company maintains adequate internal control systems covering all its operation areas. The Directors are putting in their further efforts and are hopeful of improved working during the years to come.

Barring unforeseen circumstances, your Directors are confident of achieving better results in the ensuing year.

Dividend:

The Board of Directors at its meeting held on May 28, 2013 declared dividend of 0.30 Paisa per equity share having face value of 10/- each. The dividend on Ordinary shares is subject to the approval of the Shareholders in the Annual General meeting. The total dividend pay-out for the financial year 2012-13 will be ₹ 23,53,506/- (includes dividend distribution tax ₹ 328506/-) (P.Y. ₹ 23,53,506/- includes dividend distribution tax ₹ 328506/-).

Expansions Plans:

It's our pleasure to inform you that during the year, your company has completed 2 big projects this year (*Bimetal Strip project, your company is first to manufacture this product in India & amongst the few in the world. Bimetal Band Saw project along with WELD Centre, this product is having a very high demand all over the world and again there are very few manufacture of this product in India*), with this your company will not only have higher value addition by reducing the raw material cost but will also be generating more revenue through direct sale of these Bimetal Strips along with Bimetal Bandsaw Blades both in the Domestic and International Markets.

Scheme of Merger with Quickcut Engineering Company Private Limited:

The Scheme of Arrangement filed by the Company has been approved by the Honorable High Courts of Judicature at Bombay by the order dated 05th July, 2013, with an appointed date of 1st April, 2012 and an effective date of 05th July, 2013 ('the Effective Date'), being the date on which all the requirements under the Companies Act, 1956 have been completed.

Pursuant to the Scheme, the Company will allot 49,50,000 equity shares of ₹ 10/- each to the shareholders of the Quickcut Engineering Company Private Limited (Transferor Companies) in the proportion of 99 Equity shares of ₹ 10/- each of the Trident Tools Limited (Transferee Company), for 1 Equity share of ₹ 10/- each held by the shareholder of the Transferor Company.

Preferential Issue of Share Warrants:

23,40,000 Warrants, where each warrant would entitle Snehal Multitrade Private Limited to subscribe to One Ordinary Share of the Company. As per SEBI (ICDR Regulation 2009), an amount equivalent to 100% of the price of warrants was received from Snehal Multitrade Private Limited. The Option to Convert Warrants into the Ordinary Shares is excisable by Snehal Multitrade private limited before 15th July 2013. This Issue of shares against warrant is subject to the approval of Merger from High Court as specified above. The Merger of the same has been approved from High Court on 05th July 2013, and the option to convert Warrants into the Ordinary Shares is excised by Snehal Multitrade Private Limited by 15th July 2013, and the same is approved and allotted.

Internal Control Systems and their Adequacy:

The Company has a proper and adequate system of controls in order to ensure that all assets are safeguarded against loss from unauthorised use or disposal. All transactions are properly checked, verified, recorded and reported correctly. Regular Internal Audit checks are carried out to ensure that the responsibilities are executed effectively and that proper and adequate systems are in place.

Safety, Health and Environment:

Your Company is giving utmost importance to safety, health and environment related issues. The employees are continuously educated and trained to improve their awareness and skills. All safety statutory requirements like licenses, mock drills under emergency conditions and fire extinguisher etc. are complied with. As a proactive approach, periodical safety audit is conducted to identify and eliminate possible potential causes of accidents. Your Company is certified for Quality Management Systems under ISO 9001:2008.

Your Company feels climate change as the greatest threat affecting economic stability, vulnerable communities and the society at large. The endemic depletion of natural resources and the destruction of fragile environmental and social systems through the second half of the last century have compelled us to review our development patterns. Your company is working towards increasing greenery around our plant and minimizing waste generation by promoting recovery, recycle and reuse. We have already planted about 6000 trees around our Palghar plant and are moving towards environmentally friendly technologies such as gas furnaces among other things.